

STATE OF SOUTH CAROLINA

(Caption of Case)

Informational Filing Regarding NuVox
Communications, Inc.

BEFORE THE
PUBLIC SERVICE COMMISSION
OF SOUTH CAROLINA

COVER SHEET

DOCKET

NUMBER: _____ - _____ - _____

(Please type or print)

Submitted by: John J. Pringle, Jr.

SC Bar Number: 11208

Telephone: 803-343-1270

Fax: 803-799-8479

Address: Ellis, Lawhorne & Sims, PA

PO Box 2285

Columbia SC 29202

Other:

Email: jpringle@ellislawhorne.com

NOTE: The cover sheet and information contained herein neither replaces nor supplements the filing and service of pleadings or other papers as required by law. This form is required for use by the Public Service Commission of South Carolina for the purpose of docketing and must be filled out completely.

DOCKETING INFORMATION (Check all that apply)

☐ Emergency Relief demanded in petition

☐ Request for item to be placed on Commission's Agenda
expeditiously

☐ Other:

INDUSTRY (Check one)

- ☐ Electric
☐ Electric/Gas
☐ Electric/Telecommunications
☐ Electric/Water
☐ Electric/Water/Telecom.
☐ Electric/Water/Sewer
☐ Gas
☐ Railroad
☐ Sewer
☒ Telecommunications
☐ Transportation
☐ Water
☐ Water/Sewer
☐ Administrative Matter
☐ Other: _____

NATURE OF ACTION (Check all that apply)

- | | | |
|--|--|--|
| <input type="checkbox"/> Affidavit | <input checked="" type="checkbox"/> Letter | <input type="checkbox"/> Request |
| <input type="checkbox"/> Agreement | <input type="checkbox"/> Memorandum | <input type="checkbox"/> Request for Certification |
| <input type="checkbox"/> Answer | <input type="checkbox"/> Motion | <input type="checkbox"/> Request for Investigation |
| <input type="checkbox"/> Appellate Review | <input type="checkbox"/> Objection | <input type="checkbox"/> Resale Agreement |
| <input type="checkbox"/> Application | <input type="checkbox"/> Petition | <input type="checkbox"/> Resale Amendment |
| <input type="checkbox"/> Brief | <input type="checkbox"/> Petition for Reconsideration | <input type="checkbox"/> Reservation Letter |
| <input type="checkbox"/> Certificate | <input type="checkbox"/> Petition for Rulemaking | <input type="checkbox"/> Response |
| <input type="checkbox"/> Comments | <input type="checkbox"/> Petition for Rule to Show Cause | <input type="checkbox"/> Response to Discovery |
| <input type="checkbox"/> Complaint | <input type="checkbox"/> Petition to Intervene | <input type="checkbox"/> Return to Petition |
| <input type="checkbox"/> Consent Order | <input type="checkbox"/> Petition to Intervene Out of Time | <input type="checkbox"/> Stipulation |
| <input type="checkbox"/> Discovery | <input type="checkbox"/> Prefiled Testimony | <input type="checkbox"/> Subpoena |
| <input type="checkbox"/> Exhibit | <input type="checkbox"/> Promotion | <input type="checkbox"/> Tariff |
| <input type="checkbox"/> Expedited Consideration | <input type="checkbox"/> Proposed Order | <input type="checkbox"/> Other: _____ |
| <input type="checkbox"/> Interconnection Agreement | <input type="checkbox"/> Protest | |
| <input type="checkbox"/> Interconnection Amendment | <input type="checkbox"/> Publisher's Affidavit | |
| <input type="checkbox"/> Late-Filed Exhibit | <input type="checkbox"/> Report | |

Print Form

Reset Form

ELLIS:LAWHORNE

John J. Pringle, Jr.
Direct dial: 803/343-1270
jpringle@ellislawhorne.com

November 30, 2009

VIA ELECTRONIC MAIL SERVICE

The Honorable Charles L.A. Terreni
Chief Clerk
South Carolina Public Service Commission
P.O. Drawer 11649
Columbia, South Carolina 29211

Re: *Informational Filing* Regarding NuVox Communications, Inc.

Dear Mr. Terreni:

I am writing to advise the Public Service Commission of South Carolina ("Commission") of an acquisition of the ultimate parent company of NuVox Communications, Inc. ("NuVox Communications") by Windstream Corporation ("Windstream"). The ultimate parent company of NuVox Communications involved in the transaction is NuVox, Inc. ("NuVox").

NuVox is a privately-held Delaware corporation headquartered at Two North Main Street, Greenville, South Carolina 29601. Through its operating subsidiaries, NuVox has operations in 48 urban/suburban markets throughout 16 contiguous Midwestern and Southeastern states. NuVox indirectly, through another subsidiary, owns all of NuVox Communications. NuVox does not hold any certificates issued by the Commission, nor does it provide any public utility service to the public within the state of South Carolina. NuVox Communications, however, is a public utility and holds certificates issued by the Commission to provide telecommunications services within the state of South Carolina.

To accomplish the transfer of control of NuVox to Windstream, a Windstream merger subsidiary will merge with and into NuVox, with NuVox continuing as the surviving corporation (the "Transaction"). As a result of the Transaction, NuVox will become the direct, wholly-owned subsidiary of Windstream, and Windstream will be the new ultimate parent company of NuVox Communications. (For the Commission's convenience, a set of diagrams showing the pre- and post-Transaction corporate structure of NuVox as well as the Transaction is appended hereto.) The Transaction will not change NuVox Communications' ownership of its assets utilized to provide service to South Carolina customers or the existing terms or attributes of those services. This change in ultimate parent control is expected to be seamless to end user customers. Following consummation of the Transaction, NuVox Communications will continue to offer the same services, rates, terms and conditions pursuant to its existing authorization.

The current customers of NuVox Communications will remain customers of NuVox Communications, and customers of NuVox Communications will continue to enjoy the same rates, terms and conditions of service as they do prior to closing.¹

The Transaction is projected to close in the early part of the first quarter 2010. In anticipation of the closing, we reviewed South Carolina Code §58-9-310, which provides as follows:

No telephone utility, without the approval of the Commission after due hearing and compliance with all other existing requirements of the laws of the State in relation thereto, may sell, transfer, lease, consolidate, or merge its property, powers, franchises, or privileges or any of them; provided however, that a telephone cooperative association may acquire or incorporate a subsidiary corporation or a subsidiary cooperative association without the approval of the Commission.

Accordingly, as the instant transaction does not result in any of these criteria arising with respect to NuVox Communications (the entity certificated to provide telecommunications service within the state of South Carolina), no Commission approval of the transaction is necessary. Nevertheless, with due respect to the Commission, we did want to provide notice to the Commission of this matter and our conclusions regarding the lack of approval required to consummate the transaction.

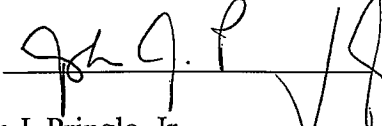
Should the Commission have any questions about the information contained in this notice, please contact the undersigned. We appreciate the Commission's attention to this matter.

[signature page to follow]

¹ Any subsequent changes made through the ordinary course of business will be made pursuant to applicable regulatory approval and tariffing processes.

NuVox, Inc.

NuVox Communications, Inc.

By: 

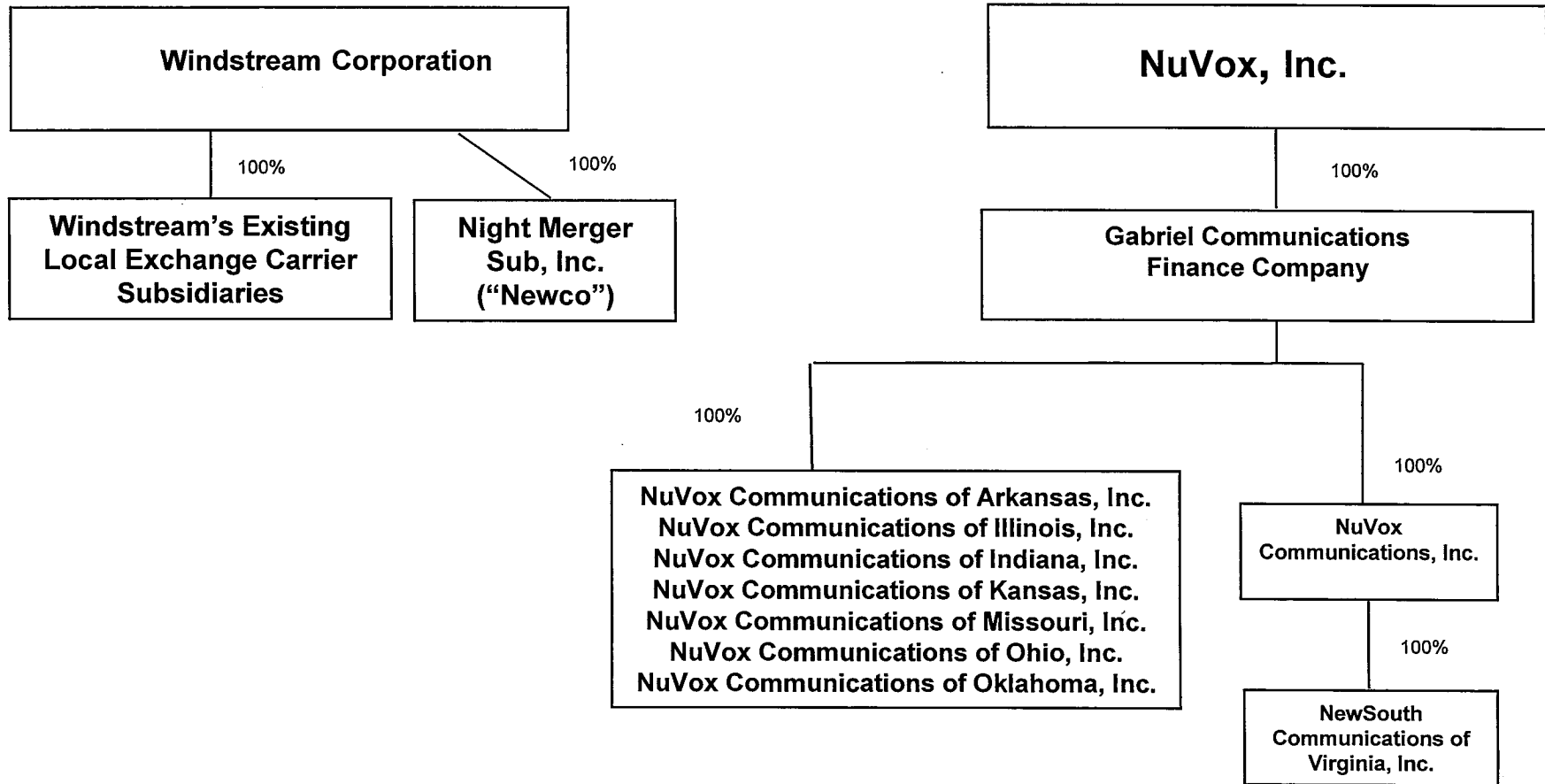
John J. Pringle, Jr.
Ellis, Lawhorne & Sims, P.A.
P.O. Box 2285
Columbia, South Carolina 29202
Tel: (803) 343-1270
Fax: (803) 799-8479
jpringle@ellislawhorne.com

Brad E. Mutschelknaus
Melissa S. Conway
Kelley Drye & Warren LLP
3050 K Street, NW
Suite 400
Washington, D.C. 20007
Tel: (202) 342-8552
Fax: (202) 342-8451
mconway@kelleydrye.com

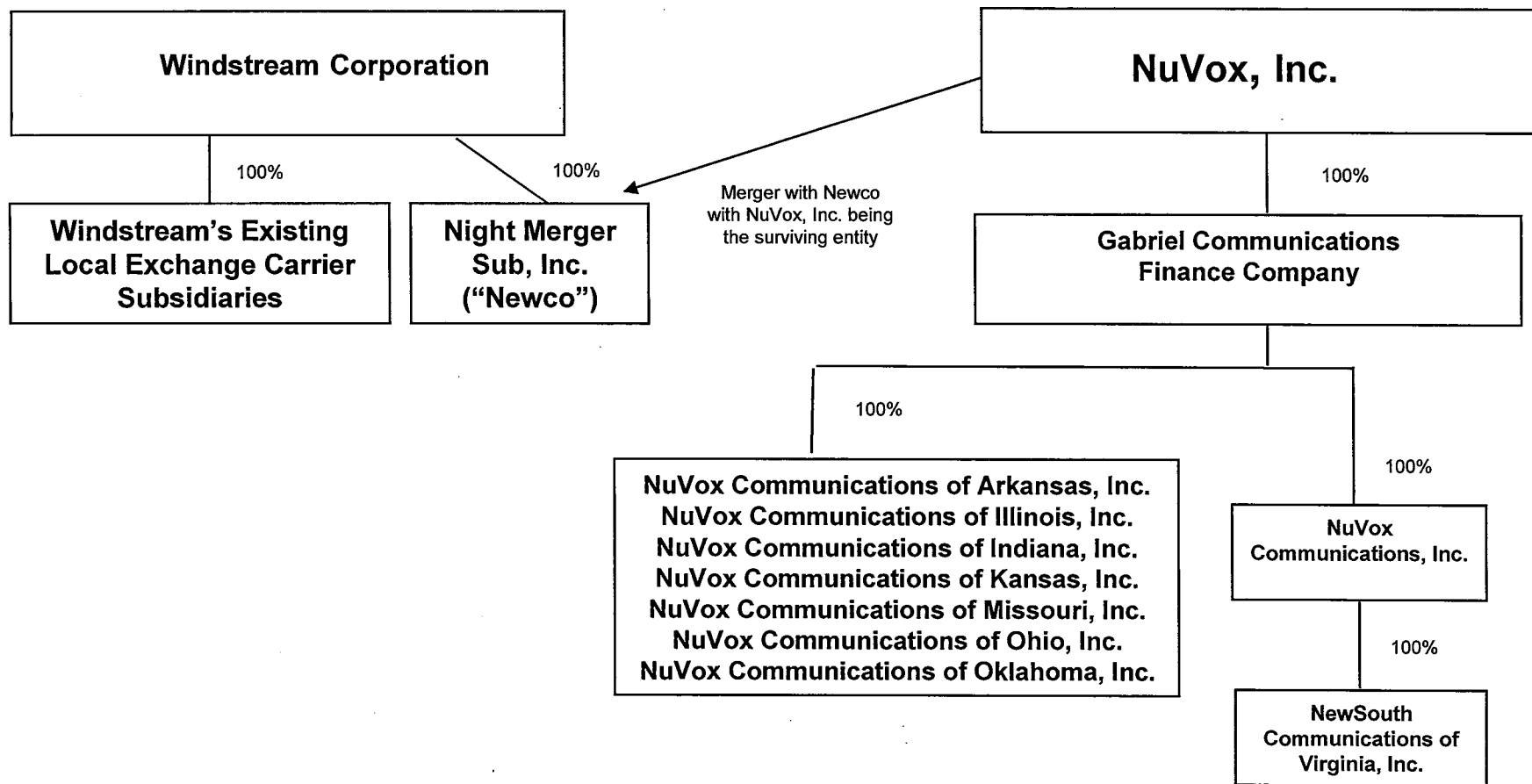
Their Counsel

cc: Nannette S. Edwards, Esquire (via electronic mail service)
Burnet R. Maybank, III, Esquire (via electronic mail service)

Existing Corporate Structures



Transaction



Post-Transaction Corporate Structure

